

EXHIBIT 35

Legal Overview

Craig Clark, Legal Director I

October 13, 2016

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UBER



CONFIDENTIAL

UBER00340360



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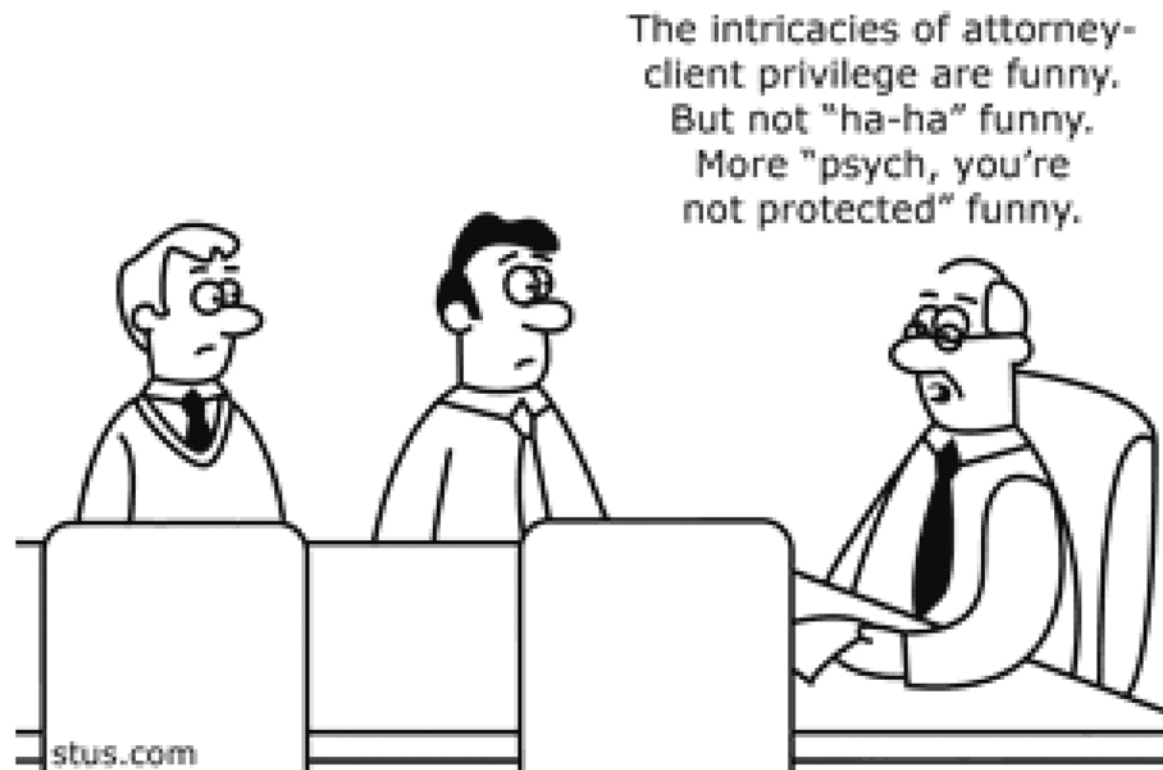
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Law !== Science

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UBER00340363



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UBER00340364



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UBER00340365

From: Uber
To: Uber VP of Global Operations
cc: John / Legal Senior Counsel
Subject: Quarterly Report - Privileged & Confidential

Attached are the numbers for last quarter. We need to discuss asap. I am marking this attorney-client privileged due to sensitivity.



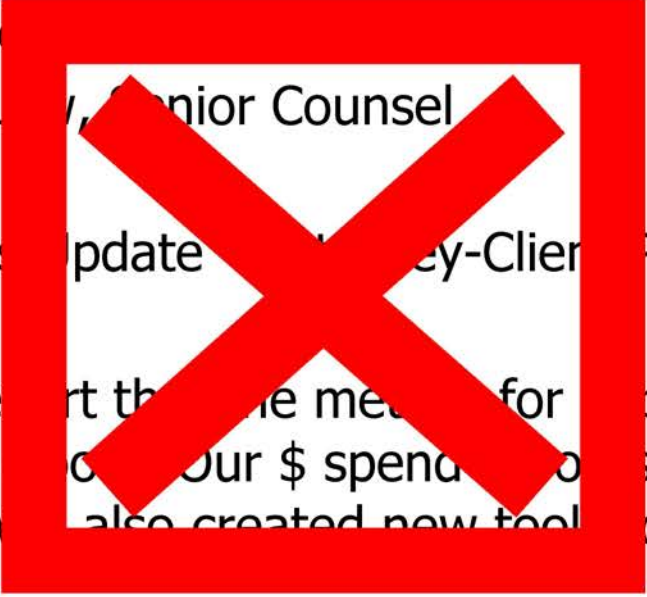
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UBER00340366

From: Legal Budget
To: Johnny Law, Senior Counsel
Re: Operations Update - Key-Client Privileged

I am happy to report that the metrics for department performance are good. Our \$ spend on outside counsel declined in Q1. We also created new tools to increase our efficiencies.



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From: Bus Dev, Uber for Business

To: Johnny Law

Re: Need your A

I am concerned about the deal. Is the indemnity provision ok



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UBER00340368

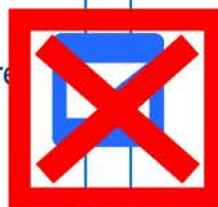
"My company needs uncapped indemnity."



"Fido, We need your advice. Can we give our vendor uncapped indemnity?"



"FYI – in case you are interested"



"Here's my advice & very sensitive strategy...."



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From:



"Is there legal risk if we do XYZ? My team and I need to know."

CC:



"Here's my sweet legal opinion & advice."



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THE VERGE

TRENDING NOW

Amazon's full on-demand streaming music service launches today

23
NEW ARTICLES

LOG IN | SIGN UP

LONGFORM

REVIEWS

VIDEO

TECH

CIRCUIT BREAKER

SCIENCE

ENTERTAINMENT

CARS

TL;DR

FORUMS

Q

PREVIOUS STORY

New Suicide Squad trailer shows the Joker having a good time

NEXT STORY

Armed robbers used Pokémon Go to target victims in Missouri

TECH TRANSPORTATION REPORT UBER

58
COMMENTS

How Uber secretly investigated its legal foes — and got caught

Faced with a class action suit, the company hired a CIA-linked intelligence firm to look into the plaintiffs and their lawyer, but a judge says they may have gone too far

By **Russell Brandom** and **Andrew Hawkins** on July 10, 2016 05:00 pm [Email](#) [@russellbrandom](#)

The Intercept

FEDERAL JUDGE RIPS UBER APART OVER DIRT-DIGGING INVESTIGATION



Sam Biddle

July 29 2016, 12:15 p.m.

IN DECEMBER OF last year, Yale environmental researcher Spencer Meyer filed suit against Uber, alleging price fixing by Uber's drivers and founder in violation of federal antitrust law. Hardly the first person to accuse Uber of corporate malfeasance, Meyer nonetheless became the target of private investigators, working for a security company hired by Uber, who attempted to dig up derogatory information — an act the district judge hearing the case, Jed Rakoff, has now, in a 31-page [order](#), called "blatantly fraudulent and arguably criminal."

Emails turned over by Uber on the judge's instructions and summarized in the order show that on the day Meyer filed suit, Uber counsel Salle Yoo contacted the company's chief security officer, asking, "Could we find out a little more about this plaintiff?"

Uber investigations chief Mat Henley then selected a New York-based private investigative firm called Ergo, also known as Global Precision Research, and began working with one of its executives, Todd Egeland. Henley said in a sworn deposition. Egeland's online bios state openly that he is a 28-year veteran of the CIA with experience in counterintelligence and cyberthreats.

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Case 1:15-cv-09796-JSR Document 119 Filed 07/25/16 Page 1 of 31

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
SPENCER MEYER, individually and on :
behalf of those similarly situated, :

Plaintiff, :

-v- :

TRAVIS KALANICK and :
UBER TECHNOLOGIES, INC., :

Defendants. :
-----x

15 Civ. 9796

OPINION AND ORDER

JED S. RAKOFF, U.S.D.J.

It is a sad day when, in response to the filing of a commercial lawsuit, a corporate defendant feels compelled to hire unlicensed private investigators to conduct secret personal background investigations of both the plaintiff and his counsel. It is sadder yet when these investigators flagrantly lie to friends and acquaintances of the plaintiff and his counsel in an (ultimately unsuccessful) attempt to obtain derogatory

information about them. The questions here presented, however, are whether such dubious practices result in waiver of attorney-client privilege and work-product protection, and whether disciplinary action is warranted.

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subpoenas' parameters. See id. at 4-5. In response to the subpoenas, Uber and Ergo claimed attorney-client privilege and/or work-product protection over numerous documents and voice recordings, and the Court indicated that it would need to review these materials in camera to determine whether privilege was correctly asserted and/or whether the "crime-fraud" exception to the privilege applied. See id. at 5. The Court further stated that in camera review would also be needed to determine whether plaintiff would be authorized to depose Uber's General Counsel Salle Yoo. See id. at 4-5.

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Message

From: Joe Sullivan ([REDACTED]@uber.com)
Sent: 12/16/2015 9:52:32 PM
To: Mat Henley ([REDACTED]@uber.com)
Subject: FW: Antitrust Lawsuit in SDNY Against Travis
Attachments: 2015-12-16 Case No. 15-cv-09796 Spencer Meyer v. Travis Kalanick (Uber Complaint).pdf

Please do a careful check on this plaintiff (the person who is the driver/named party in the case).

From: Salle Yoo <[REDACTED]@uber.com>
Date: Wednesday, December 16, 2015 at 1:42 PM
To: Joe Sullivan <[REDACTED]@uber.com>
Subject: Fwd: Antitrust Lawsuit in SDNY Against Travis

ATTY CLIENT COMMUNICATION - PRIVILEGE

Joe,

Could we find out a little more about this plaintiff?

Thanks,
Salle

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Emails were encrypted to "avoid potential discovery issues."

Case 1:15-cv-09796-JSR Document 104-5 Filed 07/01/16 Page 3 of 26

FIRST EMAIL RECEIVED REGARDING PROJECT #2
12/17/15 @ 9:04 AM MST
EMAIL FROM MAT HENLEY TO TODD EGELAND AND MATTHEW MONEYHON

Mat Hershey

12/17/95

-----BEGIN PGP MESSAGE-----
 Comment: ISO-8859-1
 Comment: GPGTools - <https://gpgtools.org>
 Comment: Using GnuPG with Mozilla - <http://mail.meaders.org/>

[illegible]

DECRYPTED TEXT

UBER00340374

0000059. Mr. Henley sent the report to Mr. Sullivan, Uber's Chief Security Officer, and to Craig Clark, Esq., Uber's Legal Director of Security and Enforcement. See id.; see also Letter dated May 20, 2016, Dkt. 79. Mr. Sullivan, in turn, passed on the report to Uber's General Counsel Salle Yoo. See Hanna Decl., Exhibit H, at UBER-0000059.

matter, on May 20, 2016 and May 27, 2016, respectively. As a result of these hearings and associated telephone conferences, the Court authorized plaintiff to depose Uber's Joe Sullivan, Craig Clark, and Mat Henley, and Ergo's Todd Egeland and Miguel Santos-Neves. See Memorandum Order dated June 7, 2016, Dkt. 76,

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But Ergo's argument fundamentally misapprehends the nature of the crime-fraud exception. The purpose of this exception is "to assure that the seal of secrecy . . . between lawyer and client does not extend to communications made for the purpose of getting advice for the commission of a fraud or crime." United States v. Zolin, 491 U.S. 554, 563 (1989) (internal quotation marks omitted).⁵ As the Second Circuit has stated:

The rationale for the [crime-fraud] exclusion is closely tied to the policies underlying these privileges. Whereas confidentiality of communications and work product facilitates the rendering of sound legal advice, advice in furtherance of a fraudulent or unlawful goal cannot be considered "sound." Rather advice in furtherance of such goals is socially perverse, and the client's communications seeking such advice are not worthy of protection.

In re Grand Jury Subpoena, 731 F.2d at 1038. If actual damages had to be shown in order for "fraud" within the meaning of the

⁵ While this formulation of the crime-fraud exception is based on the attorney-client privilege, the crime-fraud exception also applies to the work-product doctrine, as noted *supra*. See In re Richard Roe, 68 F.3d at 39; In re Grand Jury Subpoena, 731 F.2d at 1038.

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However, as to certain other communications over which Uber claimed privilege, the Court found that they either were covered by attorney-client privilege and/or were covered by a work-product protection that was not overcome by substantial need. These communications included, for instance, emails between Mr. Kalanick's counsel and Uber in-house counsel addressing potential responses to plaintiff's counsel's inquiries and letters about the Ergo investigation. As to the crime-fraud exception, the Court did not find that this exception applied to the documents over which the Court upheld Uber's claims of privilege. For example, the Court did not find that Mr. Kalanick's counsel, in making inaccurate representations to plaintiff's counsel about whether Uber had commissioned the Ergo

U.S. Department of Justice
United States Marshals Service



WANTED

By U.S. MARSHALS

Name: CEGLIA, Paul

Alias: SEGLIA, Dean

Sex..... MALE
Race..... WHITE
Height..... 5'10"
Weight..... 195 pounds
Eyes..... BROWN
Hair..... BLACK
Marks/Scars/Tattoos..... NONE



DATE OF PHOTO: 10/26/2012

Wanted For..... WIRE FRAUD

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Crime-fraud exception to attorney-client privilege – Facebook’s lawsuit

Blog From the Sidebar


Cozen O'Connor



USA | December 18 2014

The crime-fraud exception to attorney-client privilege: As an attorney, you may not anticipate it applying to your emails, your letters or your advice to your client. But even if you never see it coming, your client’s intentions in obtaining legal advice may expose your communications to disclosure. A law firm is experiencing this problem firsthand in a series of high-profile cases involving Facebook, Mark Zuckerberg and a former business partner. The cases present an interesting study in how the crime-fraud exception can operate.

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 2:28 PM Today Resolve ⋮
 Test comment

Reply Cancel



Invite people:

john@example.com, mary@example.com,
alan@example.com, joe@example.com Can edit ▼

☒ Notify people via email - [Add message](#)

Share & save Cancel

☐ Send a copy to myself
☐ Paste the item itself into the email

Revision history ×	
May 22, 2:51 PM	■ GlennF
May 17, 4:05 PM	■ adamengst ■ GlennF
May 8, 2:29 PM	■ adamengst ■ GlennF
Apr 19, 10:50 AM	■ GlennF
Apr 19, 10:13 AM	■ GlennF
Apr 16, 12:14 PM	■ adamengst ■ GlennF
Apr 13, 10:04 AM	■ GlennF Restore this revision
Apr 9, 1:09 PM	■ GlennF

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TECH

Uber Data And **Leaked Docs** Provide A Look At How Much Uber Drivers Make

Uber data suggests that drivers overall in three major U.S. markets — Denver, Detroit, and Houston — earned less than \$13.25 an hour after expenses in late 2015, according to calculations based on more than a million trips.

posted on Jun. 22, 2016, at 3:37 p.m.



Caroline O'Donovan
BuzzFeed News Reporter



Jeremy Singer-Vine
BuzzFeed News Data Editor

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Examples of Legal Conclusions

- Company...
 - ...is (or is not) doing something illegal.
 - ...will (or will not) be sued if it [insert conduct].
 - ...is (or is not) breaching a contract.
 - ...does (or does not) need a license for certain technology.
 - ...does (or does not) have a patent on certain technology.

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Best Practices

- Talk
- Zoom
- Phone (voice)
- Appropriate security
- Extreme care
- NYT/WSJ test
- Don't speculate
- Use legal

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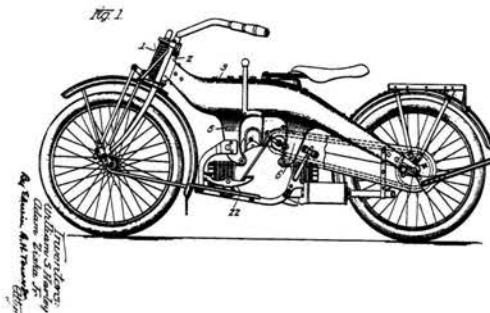
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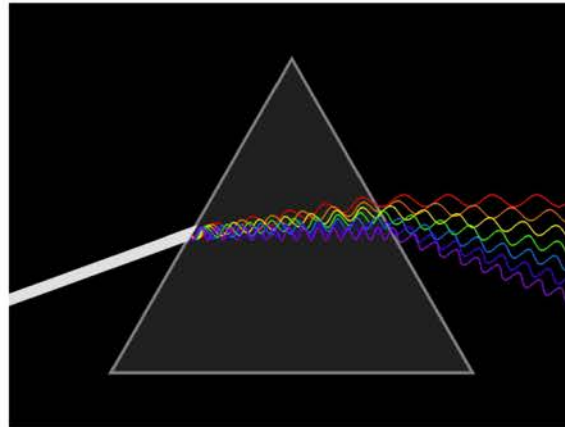
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